

6517-L

LEASE OF RAILROAD EQUIPMENT

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EQUIPMENT LEASE—SCHEDULE NO. 5

Dated the 28 day of June, 1972 to Lease dated as of the 28th day of February, 1972 ("Lease") between CANADIAN ACCEPTANCE CORPORATION LIMITED ("Lessor") and CANADIAN NATIONAL RAILWAY COMPANY ("Lessee").

1. The terms used herein shall have the meaning given to such terms in the Lease in accordance with the terms thereof.
2. The Lessor and the Lessee hereby confirm that the Units of Equipment described in Schedule "A" annexed hereto and forming part hereof have been delivered to, examined and accepted by the Lessee on the date hereof as Units leased under the Lease and are accordingly subject to and governed thereby and that the term of the Lease with respect thereto shall commence on the date hereof.
3. The Lessee does hereby acknowledge and confirm that the said Units of Equipment have been examined by duly appointed and authorized employees or representatives of the Lessee and that such examination discloses that same conform to the Specifications more particularly defined in the Manufacturing Agreements and are in good operating order, repair, condition and appearance on the date hereof.
4. The Lessee does hereby certify that at the time of such delivery of the Units to the Lessee there was plainly, permanently and conspicuously stencilled on each side thereof the following legend in letters not less than three-eighths inch in height:

"OWNED BY CANADA PERMANENT TRUST COMPANY, 320 BAY STREET, TORONTO, CANADA, AS TRUSTEE AND VENDOR UNDER THE TERMS OF AN EQUIPMENT LOAN TRUST DECLARATION AND A CONDITIONAL SALE AGREEMENT".

Approved and agreed to this 28 day of June, 1972 as a Schedule to and part of the Lease made between the parties hereto as of the 28th day of February, 1972.

CANADIAN ACCEPTANCE CORPORATION LIMITED

By: 

J. H. Shaw, Director

CANADIAN NATIONAL RAILWAY COMPANY

By: 

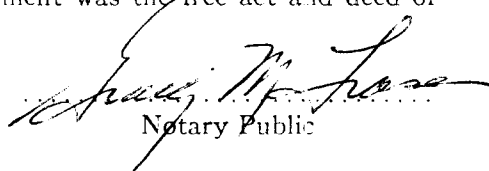
J. H. Shaw, Director

Approved
as to form only
Attorney

LEASE OF RAILROAD EQUIPMENT

PROVINCE OF ONTARIO }
CITY OF TORONTO }

On this 4 day of July, 1972, before me personally appeared Jones D. Jamstent to me personally known, who, being by me duly sworn, says that he is a Vice President of CANADIAN ACCEPTANCE CORPORATION LIMITED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[NOTARIAL SEAL]

My Commission is for life.

PROVINCE OF QUEBEC }
CITY OF MONTREAL }

On this 28 day of June, 1972, before me personally appeared D. Jamstent, to me personally known, who, being by me duly sworn, says that he is a Vice President of CANADIAN NATIONAL RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[NOTARIAL SEAL]

My Commission is for life.

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SCHEDULE "A" TO EQUIPMENT LEASE SCHEDULE NO. 5

<u>QUANTITY</u>	<u>DESCRIPTION OF UNITS</u>	<u>MANUFACTURER</u>	<u>IDENTIFYING NUMBERS</u>
65	70-Ton Bi-Level Flat Cars	Hawker Siddeley Canada Ltd.	CN 710584 CN 710585 CN 710586 to 710649 incl.
68	100 Ton Drop End Gondola Cars	Hawker Siddeley Canada Ltd.	CN 157026, CN 157037, CN 157085, CN 157088, CN 157092, CN 157099, CN 157117, CN 157139, CN 157142, CN 157146 to 157148 incl. CN 157167, CN 157188, CN 157206, CN 157208, CN 157220, CN 157226, CN 157227, CN 157230, CN 157233 to 157234 incl. CN 157240 CN 157242 to 157243 incl. CN 157250. CN 157258 to 157299 incl.